QUARTERLY REPORT

TRADING NAME OF LICENSEE:

Marina District Development Company, LLC and Subsidiary
(Borgata Hotel Casino & Spa)

For The Quarter Ended December 31, 2003

TO THE
CASINO CONTROL COMMISSION
OF THE
STATE OF NEW JERSEY

LIST OF FORMS

TRADING NAME OF LICENSEE:

Marina District Development Company, LLC and Subsidiary
(Borgata Hotel Casino & Spa)

For The Quarter Ended December 31, 2003

TRADING NAME OF LICENSEE: Marina District Development Company, LLC and Subsidiary (Borgata Hotel Casino & Spa)

BALANCE SHEETS

AS OF DECEMBER 31, 2003 AND 2002

(UNAUDITED)
($ IN THOUSANDS)

LINE (a)	DESCRIPTION (b)	2003 (c)	2002 (d)
	ASSETS		
	Current Assets:		
1	Cash and Cash Equivalents	$ 25,001	$ -
2	Short-Term Investments	-	-
	Receivables and Patrons' Checks (Net of Allowance for		
3	Doubtful Accounts - 2003, $2,561; 2002, $0) Note 3	17,554	-
4	Inventories	2,221	-
5	Prepaid Expenses and Other Current Assets	4,776	-
6	Total Current Assets	49,552	-
7	Investments, Advances, and Receivables	2,699	-
8	Property and Equipment - Gross	1,021,626	-
9	Less: Accumulated Depreciation and Amortization	(28,368)	-
10	Property and Equipment - Net Note 4	993,258	-
11	Other Assets	19,428	-
12	Total Assets	$ 1,064,937	$ -
	LIABILITIES AND EQUITY		
	Current Liabilities:		
13	Accounts Payable	$ 6,682	$ -
14	Notes Payable	-	-
	Current Portion of Long-Term Debt:		
15	Due to Affiliates	-	-
16	Other Note 8	50,625	-
17	Income Taxes Payable and Accrued	312	-
18	Other Accrued Expenses Note 5	37,229	-
19	Other Current Liabilities Note 6	11,910	-
20	Total Current Liabilities	106,758	-
	Long-Term Debt:		
21	Due to Affiliates	-	-
22	Other Note 8	555,531	-
23	Deferred Credits	-	-
24	Other Liabilities Note 9	16,466	-
25	Commitments and Contingencies		
26	Total Liabilities	678,755	-
27	Stockholders', Partners', or Proprietor's Equity Note 2	386,182	-
28	Total Liabilities and Equity	$ 1,064,937	$ -

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

TRADING NAME OF LICENSEE: Marina District Development Company, LLC and Subsidiary (Borgata Hotel Casino & Spa)

STATEMENTS OF INCOME

FOR THE SIX MONTHS ENDED DECEMBER 31, 2003 AND 2002

(UNAUDITED)
($ IN THOUSANDS)

LINE (a)	DESCRIPTION (b)	2003 (c)	2002 (d)
	Revenue:		
1	Casino	$ 258,270	$ -
2	Rooms	39,285	-
3	Food and Beverage	52,519	-
4	Other	9,874	-
5	Total Revenue	359,948	-
6	Less: Promotional Allowances ... Note 1	68,445	-
7	Net Revenue	291,503	-
	Costs and Expenses:		
8	Cost of Goods and Services ... Note 1	134,943	-
9	Selling, General, and Administrative ... Note 7, 11	86,259	-
10	Provision for Doubtful Accounts ... Note 3	2,561	-
11	Total Costs and Expenses	223,763	-
12	Gross Operating Profit	67,740	-
13	Depreciation and Amortization	28,121	-
	Charges from Affiliates Other than Interest:		
14	Management Fees	-	-
15	Other	-	-
16	Income (Loss) from Operations	39,619	-
	Other Income (Expenses):		
17	Interest (Expense) - Affiliates	-	-
18	Interest (Expense) - External ... Note 9	(21,694)	-
19	Investment Alternative Tax and Related Income (Expense) - Net	(3,335)	-
20	Nonoperating Income (Expense) - Net	788	-
21	Total Other Income (Expenses)	(24,241)	-
22	Income (Loss) Before Income Taxes and Extraordinary Items	15,378	-
23	Provision (Credit) for Income Taxes ... Note 10	2,472	-
24	Income (Loss) Before Extraordinary Items	12,906	-
25	Extraordinary Items (Net of Income Taxes - 2003, $0; 2002, $0)	-	-
26	Net Income (Loss)	$ 12,906	$ -

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

TRADING NAME OF LICENSEE: Marina District Development Company, LLC and Subsidiary (Borgata Hotel Casino & Spa)

STATEMENTS OF INCOME

FOR THE THREE MONTHS ENDED DECEMBER 31, 2003 AND 2002

(UNAUDITED)
($ IN THOUSANDS)

LINE (a)	DESCRIPTION (b)	2003 (c)	2002 (d)
	Revenue:		
1	Casino	$ 122,086	$ -
2	Rooms	20,982	-
3	Food and Beverage	26,354	-
4	Other	6,182	-
5	Total Revenue	175,604	-
6	Less: Promotional Allowances ... Note 1	33,783	-
7	Net Revenue	141,821	-
	Costs and Expenses:		
8	Cost of Goods and Services ... Note 1	61,728	-
9	Selling, General, and Administrative ... Note 7, 11	43,634	-
10	Provision for Doubtful Accounts ... Note 3	993	-
11	Total Costs and Expenses	106,355	-
12	Gross Operating Profit	35,466	-
13	Depreciation and Amortization	15,324	-
	Charges from Affiliates Other than Interest:		
14	Management Fees	-	-
15	Other	-	-
16	Income (Loss) from Operations	20,142	-
	Other Income (Expenses):		
17	Interest (Expense) - Affiliates	-	-
18	Interest (Expense) - External ... Note 9	(10,800)	-
19	Investment Alternative Tax and Related Income (Expense) - Net	(1,557)	-
20	Nonoperating Income (Expense) - Net	661	-
21	Total Other Income (Expenses)	(11,696)	-
22	Income (Loss) Before Income Taxes and Extraordinary Items	8,446	-
23	Provision (Credit) for Income Taxes ... Note 10	1,707	-
24	Income (Loss) Before Extraordinary Items	6,739	-
25	Extraordinary Items (Net of Income Taxes - 2003, $0; 2002, $0)	-	-
26	Net Income (Loss)	$ 6,739	$ -

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

TRADING NAME OF LICENSEE: Marina District Development Company, LLC and Subsidiary (Borgata Hotel Casino & Spa)

STATEMENTS OF CHANGES IN PARTNERS' OR PROPRIETOR'S EQUITY

FOR THE SIX MONTHS ENDED DECEMBER 31, 2003 and 2002

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Contributed Capital (c)	Accumulated Earnings (Deficit) (d)	Accumulated Other Comprehensive Income (Loss) (e)	Total Equity (Deficit) (f)
1	**Balance, December 31, 2001.............................**	$ -	$ -	$ -	$ -
2	Net Income (Loss) - 2002.............................	-	-	-	-
3	Capital Contributions..................................	-	-	-	-
4	Capital Withdrawals....................................	-	-	-	-
5	Partnership Distributions..............................	-	-	-	-
6	Prior Period Adjustments..............................	-	-	-	-
7	Other Comprehensive Income, net................	-	-	-	-
8	______________	-	-	-	-
9	______________	-	-	-	-
10	**Balance, June 30, 2003..................................**	376,700	(58,283)	(23,609)	294,808
11	Net Income (Loss) - 2003.............................	-	12,906	-	12,906
12	Capital Contributions..................................	70,000	-	-	70,000
13	Capital Withdrawals....................................	-	-	-	-
14	Partnership Distributions..............................	-	-	-	-
15	Prior Period Adjustments..............................	-	-	-	-
16	Other Comprehensive Income, net......Note 9	-	-	8,468	8,468
17	______________	-	-	-	-
18	______________	-	-	-	-
19	**Balance, December 31, 2003.............................**	$ 446,700	$ (45,377)	$ (15,141)	$ 386,182

Marina District Development Company is a limited liability company and therefore is treated as a partnership.

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

TRADING NAME OF LICENSEE: Marina District Development Company, LLC and Subsidiary (Borgata Hotel Casino & Spa)

STATEMENTS OF CASH FLOWS

FOR THE SIX MONTHS ENDED DECEMBER 31, 2003 AND 2002

Amended
5/18/04

(UNAUDITED)
($ IN THOUSANDS)

LINE (a)	DESCRIPTION (b)	2003 (c)	2002 (d)
1	NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES	$ (58,635)	$ -
	CASH FLOWS FROM INVESTING ACTIVITIES:		
2	Purchase of Short-Term Investment Securities	-	-
3	Proceeds from the Sale of Short-Term Investment Securities	-	-
4	Cash Outflows for Property and Equipment	(13,826)	-
5	Proceeds from Disposition of Property and Equipment	-	-
6	Purchase of Casino Reinvestment Obligations	-	-
7	Purchase of Other Investments and Loans/Advances made	-	-
8	Proceeds from Disposal of Investments and Collection of Advances and Long-Term Receivables	-	-
9	Cash Outflows to Acquire Business Entities	-	-
10		-	-
11		-	-
12	Net Cash Provided (Used) By Investing Activities	(13,826)	-
	CASH FLOWS FROM FINANCING ACTIVITIES:		
13	Cash Proceeds from Issuance of Short-Term Debt	-	-
14	Payments to Settle Short-Term Debt	-	-
15	Cash Proceeds from Issuance of Long-Term Debt	205,000	-
16	Costs of Issuing Debt	-	-
17	Payments to Settle Long-Term Debt	(201,044)	-
18	Cash Proceeds from Issuing Stock or Capital Contributions	70,000	-
19	Purchases of Treasury Stock	-	-
20	Payments of Dividends or Capital Withdrawals	-	-
21		-	-
22		-	-
23	Net Cash Provided (Used) By Financing Activities	73,956	-
24	Net Increase (Decrease) in Cash and Cash Equivalents	1,495	-
25	Cash and Cash Equivalents at Beginning of Period	23,506	-
26	Cash and Cash Equivalents at End of Period	$ 25,001	$ -

	CASH PAID DURING PERIOD FOR:		
27	Interest (Net of Amount Capitalized)	$ 19,674	$ -
28	Income Taxes	$ 1,815	$ -

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

TRADING NAME OF LICENSEE: Marina District Development Company, LLC and Subsidiary (Borgata Hotel Casino & Spa)

STATEMENTS OF CASH FLOWS

Amended 5/18/04

FOR THE SIX MONTHS ENDED DECEMBER 31, 2003 AND 2002

(UNAUDITED)
($ IN THOUSANDS)

LINE (a)	DESCRIPTION (b)	2003 (c)	2002 (d)
	NET CASH FLOWS FROM OPERATING ACTIVITIES:		
29	Net Income (Loss)	$ 12,906	$ -
	Noncash Items Included in Income and Cash Items Excluded from Income:		
30	Depreciation and Amortization of Property and Equipment	26,811	-
31	Amortization of Other Assets	1,283	-
32	Amortization of Debt Discount or Premium	-	-
33	Deferred Income Taxes - Current	-	-
34	Deferred Income Taxes - Noncurrent	-	-
35	(Gain) Loss on Disposition of Property and Equipment	-	-
36	(Gain) Loss on Casino Reinvestment Obligations	3,335	-
37	(Gain) Loss from Other Investment Activities	-	-
38	Net (Increase) Decrease in Receivables and Patrons' Checks	(17,130)	-
39	Net (Increase) Decrease in Inventories	(1,522)	-
40	Net (Increase) Decrease in Other Current Assets	(2,560)	-
41	Net (Increase) Decrease in Other Assets	(8,103)	-
42	Net Increase (Decrease) in Accounts Payable	(100,268)	-
43	Net Increase (Decrease) in Other Current Liabilities Excluding Debt	28,151	-
44	Net Increase (Decrease) in Other Noncurrent Liabilities Excluding Debt	(839)	-
45	Net Loss (Gain) on Derivative Financial Instruments	(699)	-
46		-	-
47	Net Cash Provided (Used) By Operating Activities	$ (58,635)	$ -

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

LINE (a)	DESCRIPTION (b)	2003 (c)	2002 (d)
	ACQUISITION OF PROPERTY AND EQUIPMENT:		
48	Additions to Property and Equipment	$ (13,826)	$ -
49	Less: Capital Lease Obligations Incurred	-	-
50	Cash Outflows for Property and Equipment	$ (13,826)	$ -
	ACQUISITION OF BUSINESS ENTITIES:		
51	Property and Equipment Acquired	$ -	$ -
52	Goodwill Acquired	-	-
53	Net Assets Acquired Other than Cash, Goodwill, and Property and Equipment	-	-
54	Long-Term Debt Assumed	-	-
55	Issuance of Stock or Capital Invested	-	-
56	Cash Outflows to Acquire Business Entities	$ -	$ -
	STOCK ISSUED OR CAPITAL CONTRIBUTIONS:		
57	Total Issuances of Stock or Capital Contributions	$ 70,000	$ -
58	Less: Issuances to Settle Long-Term Debt	-	-
59	Consideration in Acquisition of Business Entities	-	-
60	Cash Proceeds from Issuing Stock or Capital Contributions	$ 70,000	$ -

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

TRADING NAME OF LICENSEE: Marina District Development Company, LLC and Subsidiary (Borgata Hotel Casino & Spa)

SCHEDULE OF PROMOTIONAL EXPENSES AND ALLOWANCES

($ IN THOUSANDS)

FOR THE SIX MONTHS ENDED DECEMBER 31, 2003

		Promotional Allowances		Promotional Expenses	
Line (a)	(b)	Number of Recipients (c)	Dollar Amount (d)	Number of Recipients (e)	Dollar Amount (f)
1	Rooms	179,021	$ 23,124	-	$ -
2	Food	719,101	14,597	216,420	2,164
3	Beverage	2,274,972	7,385	15,605	156
4	Travel	-	-	3,285	805
5	Bus Program Cash	-	-	-	-
6	Other Cash Complimentaries	618,026	15,451	-	-
7	Entertainment	32,247	1,289	190	143
8	Retail & Non-Cash Gifts	-	-	17,195	4,297
9	Parking	-	-	-	-
10	Other*	263,946	6,599	3,173,094	2,600
11	Total	4,087,313	$ 68,445	3,425,789	$ 10,165

* Promotional Allowances - Other includes $5,647 of comp dollars and slot dollars earned but not redeemed. No other individual item within Promotional Allowances - Other exceeds 5% of Total Promotional Allowances. Promotional Expenses - Other includes $2,597 of comp taxes. No other individual item within Promotional Expenses - Other exceeds 5% of Total Promotional Expenses.

FOR THE THREE MONTHS ENDED DECEMBER 31, 2003

		Promotional Allowances		Promotional Expenses	
Line (a)	(b)	Number of Recipients (c)	Dollar Amount (d)	Number of Recipients (e)	Dollar Amount (f)
1	Rooms	103,128	$ 12,952	-	$ -
2	Food	375,003	7,863	109,493	1,095
3	Beverage	1,052,633	3,421	5,288	53
4	Travel	-	-	1,281	320
5	Bus Program Cash	-	-	-	-
6	Other Cash Complimentaries	323,282	8,082	-	-
7	Entertainment	23,008	920	96	72
8	Retail & Non-Cash Gifts	-	-	10,801	2,700
9	Parking	-	-	-	-
10	Other*	21,766	545	1,530,764	1,098
11	Total	1,898,820	$ 33,783	1,657,723	$ 5,338

* Promotional Allowances - No individual item within Promotional Allowances - Other exceeds 5% of Total Promotional Allowances. Promotional Expenses - Other includes $1,098 of comp taxes. No other individual item within Promotional Expenses - Other exceeds 5% of Total Promotional Expenses.

Marina District Development Company, LLC and Subsidiary

(A Wholly-Owned Subsidiary of Marina District Development Holding Co., LLC)

Notes to Consolidated Financial Statements
(Unaudited)

Note 1. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and include the accounts of Marina District Development Company, LLC, d.b.a. Borgata, (a development-stage enterprise prior to July 3, 2003) ("MDDC, LLC") and Marina District Finance Company, Inc. ("MDFC"), its wholly-owned subsidiary, collectively referred to herein as the "Company", "We", or "Us". The Company is a wholly-owned subsidiary of Marina District Development Holding Co., LLC ("Holding Company" or "Parent"). Holding Company is jointly owned by MAC, Corp. ("MAC"), a wholly-owned subsidiary of MGM MIRAGE, and Boyd Atlantic City, Inc. ("BAC"), a wholly-owned subsidiary of Boyd Gaming Corporation. Our purpose is to develop, own, and operate a hotel casino and spa facility at Renaissance Pointe in Atlantic City, New Jersey. We opened Borgata on July 3, 2003 with approximately 2,000 hotel rooms, a 125,000 square foot casino, and other amenities.

Pursuant to the Joint Venture Agreement (the "Agreement"), BAC, as the managing venturer of the Holding Company, has oversight responsibility for the management of Borgata which includes the design, development, and construction as well as the day to day operations. We do not record a management fee from BAC as our management team directly performs these services or negotiates contracts to provide for these services. As a result, the costs of these services are directly borne by the Company and are reflected in our accompanying consolidated financial statements.

Cash and Cash Equivalents

Cash and cash equivalents include highly liquid investments with maturities of three months or less at their date of purchase. The carrying value of these investments approximates their fair value due to their short maturities.

Receivables and patrons' checks, net

Receivables and patrons' checks consist primarily of casino, hotel and other receivables, net of an allowance for doubtful accounts of $2,561,000 at December 31, 2003. The allowance for doubtful accounts is estimated based upon our collection experience and the age of the receivables.

Inventories

Inventories consist primarily of food and beverage and retail items and are stated at the lower of cost or market. Cost is determined using the average cost method.

Property and Equipment

Property and equipment are stated at cost. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the assets or, for leasehold improvements, over the shorter of the asset's useful life or the life of the lease (see Note 4). Costs of major improvements are capitalized, while costs of normal repairs and maintenance are charged to expense as incurred. Gains or losses on disposal of assets are recognized as incurred.

Capitalized Interest

Interest costs incurred during the construction of the facility, which included commitment fees, letter of credit fees and the amortized portion of deferred loan origination fees, were capitalized and included in property and equipment on the accompanying consolidated balance sheets. Capitalization of interest ceased on July 3, 2003, when the project was considered substantially complete.

Deferred Loan Origination Fees

Deferred loan origination fees incurred in connection with the issuance of long-term debt are capitalized and amortized over the terms of the related debt agreement using the effective interest method.

Revenue and Promotional Allowances

Casino revenue represents the net win from gaming activities, which is the difference between gaming wins and losses. The majority of our casino revenue is counted in the form of cash, chips and tokens and therefore is not subject to any significant or complex estimation procedures. Revenues include the estimated retail value of rooms, food and beverage, and other goods and services provided to customers on a complimentary basis. Such amounts are then deducted as promotional allowances. The estimated costs and expenses of providing these promotional allowances are charged to the gaming department in the following amounts:

	Six Month Period Ended December 31, 2003
Room	$ 7,340,000
Food and beverage	17,060,000
Other	5,137,000
Total	**$ 29,537,000**

Promotional allowances also include incentives such as cash, goods and services (such as complimentary rooms and food and beverages) earned in our slot club and other gaming programs. We reward customers, through the use of loyalty programs, with points based on amounts wagered that can be redeemed for a specified period of time, principally for restricted free play slot machine credits and complimentary goods or services. We record the estimated retail value of these incentives as revenue and then deduct them as a promotional allowance. For the six month period ended December 31, 2003, these incentives were $20,057,000.

Income Taxes

We are treated as a partnership for federal income tax purposes; therefore, federal income taxes are the responsibility of MAC and BAC. As such, no provision for federal income taxes has been recorded in the accompanying consolidated financial statements. In New Jersey, casino partnerships are subject to state income taxes under the Casino Control Act and, accordingly, we are required to record New Jersey state income taxes upon receiving our casino license.

Pursuant to an amendment to the Casino Control Act, effective July 1, 2003, we are also subject to a 7.5% Adjusted Net Profits Tax which is imposed on a casino's Adjusted Net Income as defined in the Casino Control Commission regulations. This tax is imposed for three years and is based on Adjusted Net Income for the first 12 months of operations ending on June 30, 2004.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and notes. Significant estimates incorporated into our financial statements include the estimated useful lives for depreciable and amortizable assets, the estimated allowance for doubtful accounts receivable, estimated valuation allowance for deferred tax assets, estimated liabilities for our self-insured medical plan, slot club programs, and litigation, claims and assessments. Actual results could differ from those estimates and assumptions.

Preopening Expenses

We expensed certain costs of start-up activities as incurred during our development stage, which ended when we began operating on July 3, 2003.

Derivative Financial Instruments and Other Comprehensive Income (Loss)

We account for our interest rate protection agreements as derivative financial instruments in accordance with Statement of Financial Accounting Standards ("SFAS") No. 133, *Accounting for Derivative Instruments*. Our derivative financial instruments are utilized to reduce interest rate risk. We do not enter into derivative financial instruments for trading or speculative purposes. SFAS No. 133 requires all derivatives to be recognized on the balance sheet at fair value. Derivatives that are not designated as cash flow hedges must be adjusted to fair value through income. For derivatives designated as a hedge, depending on the nature of the hedge, changes in the fair value of derivatives are either offset against the change in fair value of the hedged item through earnings or recognized in other comprehensive income (loss) until the hedged item is recognized in earnings. The ineffective portion of a derivative's change in fair value is immediately recognized in earnings.

We account for our comprehensive income (loss) in accordance with SFAS No. 130, *Reporting Comprehensive Income*. Such amounts of accumulated other comprehensive income (loss) related to our derivative financial instruments are expected to reverse through our consolidated statements of operations over the lives of the derivative financial instruments.

Recently Issued Accounting Standards

In January 2003, the Financial Accounting Standards Board ("FASB") issued Interpretation No. 46, *Consolidation of Variable Interest Entities* and subsequently revised the Interpretation in December 2003 (FIN 46R). This interpretation of Accounting Research Bulletin No. 51, *Consolidated Financial Statements*, addresses consolidation by business enterprises of variable interest entities, which have certain characteristics. As revised, the Interpretation is now generally effective for financial statements for interim or annual periods ending after March 31, 2004. We currently do not expect the adoption of this standard to have a material impact on our consolidated financial statements.

In April 2003, the FASB issued SFAS No. 149, *Amendment to Statement 133 on Derivative Instruments and Hedging Activities*. SFAS No. 149 amends and clarifies accounting for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities under SFAS No. 133. SFAS No. 149 is applied prospectively and is effective for contracts entered into or modified after June 30, 2003, except for SFAS No. 133 implementation issues that have been effective for fiscal quarters that began prior to June 15, 2003 and certain provisions relating to forward purchases and sales on securities that do not yet exist. The adoption of this standard did not have a material impact on our consolidated financial statements.

In May 2003, the FASB issued SFAS No. 150, *Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity*. SFAS No. 150 establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. It requires that an issuer classify a financial instrument that is within its scope as a liability (or an asset in some circumstances). SFAS No. 150 is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. The adoption of this standard did not have a material impact on our consolidated financial statements.

Note 2. Capital Contributions

The components of cash and non-cash equity contributions, including scope changes, as of December 31, 2003 are as follows:

Cash	$	355,267,000
Land		87,301,000
Special Revenue Bonds		2,699,000
Other		1,433,000
Capital contributions	**$**	**446,700,000**

Under the terms of the Operating and Letter Agreements, MAC and BAC are required to make additional contributions to us in the approximate amounts of $4,100,000 and $35,500,000, respectively, as of December 31, 2003.

Note 3. Receivables and Patrons' Checks

Receivables and patrons' checks consist of the following:

	December 31, 2003
Casino receivables (net of an allowance for doubtful accounts – 2003, $2,171,000)	$ 12,259,000
Other (net of an allowance for doubtful accounts – 2003, $390,000)	4,442,000
Due from related parties (Note 7)	853,000
Receivables and patrons' checks, net	**$ 17,554,000**

Note 4. Property and Equipment

Property and equipment consists of the following:

	Estimated Life (Years)	December 31, 2003
Land	-	$ 87,301,000
Building and improvements	3-40	806,477,000
Furniture and equipment	3-7	126,450,000
Construction in progress	-	1,398,000
Total		1,021,626,000
Less accumulated depreciation		28,368,000
Property and equipment, net		**$ 993,258,000**

Depreciation expense was $26,547,000 for the six month period ended December 31, 2003.

Note 5. Other Accrued Expenses

Other accrued expenses consist of the following:

	December 31, 2003
Payroll and related	$ 15,772,000
Other	21,769,000
Other accrued expenses	**$ 37,541,000**

Note 6. Other Current Liabilities

Other current liabilities consist of the following:

	December 31, 2003
Due to related parties (Note 7)	$ 4,152,000
Other	7,758,000
Other current liabilities	**$ 11,910,000**

Note 7. Related Parties

Pursuant to the Agreement, MAC is solely responsible for any investigation, analyses, clean-up, detoxification, testing, monitoring, or remediation related to Renaissance Pointe. The related amount due from MAC for these types of expenditures incurred by us was $796,000 at December 31, 2003. Reimbursable environmental expenditures incurred were $530,000 for the six month period ended December 31, 2003.

In December of 2002, we began making payments on behalf of Boyd Gaming Corporation related to investigative services for our casino license. The related amount incurred by us and due from Boyd Gaming Corporation for these types of expenses was $57,000 at December 31, 2003. Reimbursable expenditures incurred by us for the six month period ended December 31, 2003 were $7,000.

Pursuant to the Agreement, MAC is responsible for the development of master plan and government improvements at Renaissance Pointe. The related amount due to MAC for our allocable share of these types of expenditures was $3,760,000 at December 31, 2003. Master plan and government improvement expenditures reimbursable to MAC were $1,636,000 for the six month period ended December 31, 2003 and were capitalized on the consolidated balance sheets.

On May 20, 2002, we entered into a 75 year ground lease agreement with MAC related to our employee parking garage and on February 21, 2003, we entered into a 3 year ground lease agreement with MAC related to our surface parking lot (see Note 11). The related amount due to MAC for these leases was $153,000 at December 31, 2003. Related rent expense payments were $667,000 for the six month period ended December 31, 2003. Pursuant to the ground lease agreement related to the employee parking garage, we are responsible for reimbursing MAC for related property taxes paid on our behalf. Amounts reimbursed to MAC for property taxes were $314,000 for the six month period ended December 31, 2003.

On August 1, 2003, we entered into a one year airplane lease agreement with BAC that is cancelable by either party. The related amount due to BAC for these types of expenditures was $0 at December 31, 2003. Related rent expense payments were $208,000 for the six month period ended December 31, 2003.

We reimburse BAC for compensation paid to employees performing services for us on a full-time basis and for out-of-pocket costs and expenses incurred related to travel. BAC is also reimbursed for various payments made on our behalf primarily related to third party legal fees, investigative fees, and other. The related amount due to BAC for these types of expenditures paid by BAC was $239,000 at December 31, 2003. Reimbursable expenditures during the six month period ended December 31, 2003 were $6,734,000.

The related party balances above are non-interest bearing.

Note 8. Debt

On December 13, 2000, we entered into a $630,000,000 bank credit agreement (the "Credit Agreement"). Amounts outstanding under each component of the Credit Agreement are as follows:

	December 31, 2003
Tranche A line of credit	$ 380,625,000
Tranche B notes	187,031,000
Revolving line of credit	38,500,000
Total long-term debt	606,156,000
Less current maturities	50,625,000
Total	**$ 555,531,000**

The Credit Agreement consists of a $442,500,000 line of credit ("Tranche A") and a $187,500,000 bridge loan commitment ("Bridge Loan Commitment"). Tranche A functioned as a line of credit until the Borgata construction was completed and other conditions required under the Credit Agreement were met (September 26, 2003 or the "Completion Date"), at which time the outstanding balance under Tranche A converted to a term loan, which matures in December 2007. The principal amount of the term loan shall be repaid quarterly in minimum payments starting at $11,875,000 and increasing up to $15,625,000, commencing on December 31, 2003 (the "Conversion Date") and continuing on the last day of each fiscal quarter thereafter through and including September 30, 2007, and on December 13, 2007, all outstanding principal shall be due and payable. The availability under Tranche A, created from optional prepayments of such tranche, will serve as a revolving line of credit that may not exceed $50,000,000. The revolving line of credit expires on December 13, 2007. The availability under the revolving line of credit was $9,200,000 at December 31, 2003. Commencing January 1, 2004, the interest rate on Tranche A is based upon either the agent bank's quoted base rate, plus an applicable margin of 2%, or the LIBOR rate, plus an applicable margin of 3% until the Conversion Date. The interest rate on Tranche A will be based upon the agent bank's quoted base rate, plus a range of 1% to 2% per annum that is determined based upon a defined leverage ratio or the LIBOR rate plus a range of 2% to 3% per annum that is determined based upon the same defined leverage ratio. At December 31, 2003, the blended interest rate on Tranche A was 4.2%. At December 31, 2003, the blended interest rate on the revolving line of credit was 5.3%.

We began borrowing Tranche A funds on April 15, 2002. On July 15, 2002, all $187,500,000 of the Bridge Loan Commitment amount was converted to Tranche B Notes ("Tranche B"). We issued $187,500,000 of Tranche B, subject to all terms and conditions of the Credit Agreement, of which $100,000,000 was used to pay down amounts outstanding under Tranche A at that time. The principal amount of Tranche B shall amortize quarterly at the rate of 0.25% of the original principal balance per quarter, commencing on the Conversion Date and continuing on the last day of each fiscal quarter thereafter through and including September 30, 2007, and on December 13, 2007, all outstanding principal shall be due and payable. Tranche B bears interest at a rate per annum (a) on that portion maintained from time to time as a Base Rate Loan, equal to the sum of the Base Rate from time to time in effect plus the Applicable Tranche B LIBOR Rate Margin in effect from time to time minus 1.00% per annum; and (b) on that portion maintained as a LIBOR Rate Loan, during each interest period applicable thereto, equal to the sum of the LIBOR Rate (Reserve Adjusted) for such interest period plus 4.00% per annum through the date of delivery of a Compliance Certificate for the first full calendar quarter following the Conversion Date and thereafter adjusted based on our leverage ratio. At December 31, 2003, the Tranche B balance was maintained as LIBOR Rate Loans and the blended interest rate was 5.2%.

Our obligations under the Credit Agreement are secured by substantially all of our real and personal property. The Credit Agreement contains certain financial and other covenants, the majority of which did not begin to apply until the first full fiscal quarter following the Completion Date.

Our ability to service our debt will be dependent on future performance, which will be affected by, among other things, prevailing economic conditions and financial, business and other factors, certain of which are beyond our control.

The scheduled maturities of long-term debt for the years ending December 31 as follows:

2004	$ 50,625,000
2005	55,625,000
2006	60,625,000
2007	439,281,000
Thereafter	-
Total	**$ 606,156,000**

Note 9. Interest Rate Protection Agreements

On March 8, 2001, we entered into several interest rate protection agreements to comply with the requirements of our Credit Agreement at an initial cost of $771,000. The interest rate protection agreements consist of interest rate swaps, caps and collars with a combined total initial aggregate notional amount of $310,000,000 that commence and mature at various dates ranging from December 2001 to December 2005. The interest rate protection agreements are accounted for as derivative financial instruments in accordance with SFAS No. 133. The fair values of the derivative financial instruments at December 31, 2003 have been recorded on the accompanying consolidated balance sheet, as a component of other liabilities. Net interest paid or received pursuant to the derivative financial instruments is included in interest expense in the period.

The following table reports the effects of the mark to market valuations of our derivative financial instruments for the periods indicated. The increase or decrease in fair value of certain hedges deemed to be ineffective is reported in the consolidated statements of operations as a component of nonoperating income (expense). The increase or decrease in fair value of certain hedges deemed to be effective is reported in other comprehensive income (loss) on the consolidated balance sheet.

	Six Month Period Ended December 31, 2003
Net gain (loss) on derivative financial instruments due to ineffectiveness in certain hedges	**$ 699,000**
Derivative financial instruments market adjustment	$ 6,970,000
Tax effect of derivative financial instruments market adjustment, including effect of change of tax status (Note 7)	1,498,000
Net derivative financial instruments market adjustment	**$ 8,468,000**

We estimate a net amount of $371,000 of existing net losses reported in accumulated other comprehensive loss at December 31, 2003 to be recorded as net losses on derivative financial instruments in the consolidated statement of operations within the next twelve month period through quarterly mark to market valuations of our derivative financial instruments.

Note 10. Income Taxes

For tax years ended prior to obtaining our casino license on July 3, 2003 we were not subject to New Jersey state income taxes. Accordingly the tax attributes as of July 3, 2003 are now reflected as a component of the net deferred state tax assets and the benefit from state income taxes for 2003.

We recorded state income tax of $1,510,000 and adjusted net profits tax of $962,000 related to our post-opening pretax income on our consolidated statement of operations for the six month period ended December 31, 2003.

The following table provides a reconciliation between the state statutory rate and the effective income tax rate where both are expressed as a percentage of income.

	Six Month Period Ended December 31, 2003
Tax provision at state statutory rate	9.0%
Adjusted net profits tax	6.3

Other, net	0.8
Total state income tax benefit	**16.1%**

The components comprising the Company's net deferred state tax asset are as follows:

	December 31, 2003
Deferred state tax assets:	
Preopening expense amortized for tax purposes	$ 5,847,000
State tax credit carryforwards	1,520,000
Derivative financial instruments market adjustment	1,514,000
Reserve for employee benefits	431,000
Other	706,000
Subtotal	10,018,000
Valuation allowance	(481,000)
Gross deferred state tax asset	9,537,000
Deferred state tax liabilities:	
Difference between book and tax basis of property	1,831,000
Other	594,000
Gross deferred state tax liability	2,425,000
Net deferred state tax asset	**$ 7,112,000**

We have established a valuation allowance against our Adjusted Net Profits Tax credit of $481,000. Such credit may become refundable in future periods if we meet certain Casino Capital Construction Fund expansion requirements. Currently, we do not have any construction expenditures that would qualify for the credit.

Note 11. Commitments and Contingencies

Future minimum lease payments required under noncancelable operating leases (principally for land, see Note 7) as of December 31, 2003 are as follows:

2004	$ 2,735,000
2005	2,915,000
2006	2,957,000
2007	2,248,000
2008	1,799,000
Thereafter	69,458,000
Total	**$ 82,112,000**

For the six month period ended December 31, 2003, total rent expense was $4,156,000.

In December 2000, we entered into an executory contract with a wholly-owned subsidiary of a local utility company. The utility company subsidiary has constructed, at its own expense, a central utility plant in order to provide thermal energy (hot water and chilled water) and emergency generation of electricity during periods of electric service interruption to Borgata (as well as other casinos and related business at or near Renaissance Pointe). The term of the contract is 20 years and commenced at the time of opening of Borgata in July 2003. Obligations under the executory contract contain both fixed fees and variable fees based upon usage rates. The fixed fee components under the executory contract are currently estimated at approximately $6,000,000 per annum.

We entered into letter of credit agreements to guarantee various construction activities. These agreements provide credit availability to the various beneficiaries if certain contractual events occur. Amounts under these agreements totaled $2,300,000 at December 31, 2003.

We are subject to various claims and litigation in the normal course of business. In our opinion, all pending legal matters are either adequately covered by insurance, or if not insured, will not have a material adverse impact on our consolidated financial statements.

The New Jersey Casino Control Act provides, among other things, for an assessment of licensees equal to 1.25% of their gross gaming revenues in lieu of an investment alternative tax equal to 2.5% of gross gaming revenues. Generally, we may satisfy this investment obligation by investing in qualified eligible direct investments, by making qualified contributions or by depositing funds with the New Jersey Casino Reinvestment Development Authority ("CRDA"). Funds deposited with the CRDA may be used to purchase bonds designated by the CRDA or, under certain circumstances, may be donated to the CRDA in exchange for credits against future CRDA investment obligations. CRDA bonds have terms up to fifty years and bear interest at below market rates.

We entered into a tri-party agreement with the CRDA and MAC committing up to $14,000,000 of our current and future CRDA deposit obligations to the proposed Venice Park Bulkhead Project (the "Bulkhead Project"). Under this agreement, MAC is solely responsible for funding any and all hard and soft costs and expenses of designing, permitting, engineering, developing, consulting, equipping, and opening the Bulkhead Project. We are required to fund our CRDA obligations, based upon 1.25% of gross gaming revenues, up to $14,000,000. The CRDA will hold these funds in a segregated account and will reimburse MAC for their costs associated with the Bulkhead Project. Once we have deposited $14,000,000 into the segregated CRDA account, we will have the right to use our additional investment obligations for other qualifying investments under the New Jersey Statutes which control such investments. For the six month period ended December 31, 2003, we have funded $3,335,000 of our CRDA obligations under the tri-party agreement. In the event that the Bulkhead Project is not consummated, we would be required to make expenditures for housing projects in Atlantic City. A full valuation allowance for the deposits made through December 31, 2003 has been provided in the accompanying consolidated financial statements as the Company could not determine that such amounts would have any net realizable value.

STATEMENT OF CONFORMITY AND COMPLIANCE

1. I have examined this Quarterly Report.

2. All the information contained in this Quarterly Report has been prepared in conformity with the Casino Control Commission's Quarterly Report Instructions and Uniform Chart of Accounts.

3. To the best of my knowledge and belief, the information contained in this report is accurate.

4. To the best of my knowledge and belief, except for the deficiencies noted below, the licensee submitting this Quarterly Report, has remained in compliance with the financial stability regulations contained in N.J.A.C. 19:43-4.2(b)1-5 during the quarter.

Signature - Auggie Cipollini

Vice President - Finance
Title

7163-11
License Number

On Behalf of:
Marina District Development Company LLC
Casino Licensee

SCHEDULE OF RECEIVABLES AND PATRONS' CHECKS

TRADING NAME OF LICENSEE:

Marina District Development Company, LLC and Subsidiary
(Borgata Hotel Casino & Spa)

FOR THE YEAR ENDED DECEMBER 31, 2003

TO THE
CASINO CONTROL COMMISSION
OF THE
STATE OF NEW JERSEY

TRADING NAME OF LICENSEE: Marina District Development Company, LLC and Subsidiary (Borgata Hotel Casino & Spa)

SCHEDULE OF RECEIVABLES AND PATRONS' CHECKS

FOR THE YEAR ENDED DECEMBER 31, 2003

(UNAUDITED)
($ IN THOUSANDS)

ACCOUNTS RECEIVABLE BALANCES

LINE (a)	DESCRIPTION (b)	ACCOUNT BALANCE (c)	ALLOWANCE (d)	ACCOUNTS RECEIVABLE NET OF ALLOWANCE (e)
	Patrons' Checks:			
1	Undeposited Patrons' Checks	$ 12,128		
2	Returned Patrons' Checks	2,302		
3	Total Patrons' Checks	14,430	$ 2,171	$ 12,259
4	Hotel Receivables	2,817	390	2,427
	Other Receivables:			
5	Receivables Due from Officers and Employees	-		
6	Receivables Due from Affiliates	853		
7	Other Accounts and Notes Receivables	2,015		
8	Total Other Receivables	2,868	-	2,868
9	Totals (Form CCC-205)	$ 20,115	$ 2,561	$ 17,554

UNDEPOSITED PATRONS' CHECKS ACTIVITY

LINE (f)	DESCRIPTION (g)	AMOUNT (h)
10	Beginning Balance (January 1)	$ -
11	Counter Checks Issued (Excluding Counter Checks Issued Through Transactions Relating to Consolidations, Partial Redemptions, Substitutions, and Patrons' Cash Deposits)	174,398
12	Checks Redeemed Prior to Deposit (Excluding the Unredeemed Portion of Counter Checks Redeemed Through Partial Redemptions, and Excluding Checks Redeemed Through Transactions Relating to Consolidations, Substitutions, and Patrons' Cash Deposits)	(125,570)
13	Checks Collected Through Deposits	(34,575)
14	Checks Transferred to Returned Checks	(2,125)
15	Other Adjustments	-
16	Ending Balance	$ 12,128
17	"Hold" Checks Included in Balance on Line 16	$ -
18	Provision for Uncollectible Patrons' Checks	$ 2,171
19	Provision as a Percent of Counter Checks Issued	1.2%

Under penalties of perjury, I declare that I have examined this Schedule of Receivables and Patrons' Checks and to the best of my knowledge and belief, it is true and complete.

3/31/2004
Date

Signature: Auggie Cipollini

Vice President - Finance
Title of Officer

ANNUAL EMPLOYMENT AND PAYROLL REPORT

TRADING NAME OF LICENSEE:

Marina District Development Company, LLC and Subsidiary
(Borgata Hotel Casino & Spa)

FOR THE SIX MONTH PERIOD ENDED DECEMBER 31, 2003

TO THE
CASINO CONTROL COMMISSION
OF THE
STATE OF NEW JERSEY

TRADING NAME OF LICENSEE: Marina District Development Company, LLC and Subsidiary (Borgata Hotel Casino & Spa)

ANNUAL EMPLOYMENT AND PAYROLL REPORT

AT DECEMBER 31, 2003
($ in Thousands)

LINE (a)	DEPARTMENT (b)	NUMBER OF EMPLOYEES AT DECEMBER 31, (c)	SALARIES AND WAGES Other Employees (d)	Officers & Owners (e)	Totals (f)
	CASINO				
1	Administration	11			
2	Gaming	1,268			
3	Slots	165			
4	Casino Accounting	275			
5	Simulcasting	14			
6	Other	25			
7	Total - Casino	1,758	$ 20,449	$ 522	$ 20,971
8	ROOMS	456	5,666	-	5,666
9	FOOD AND BEVERAGE	1,581	14,812	-	14,812
	OTHER OPERATED DEPARTMENTS				
10	*Spa, Fitness Center & Pool*	64	667	-	667
11	Transportation	118	1,072	-	1,072
12	Business Center	2	47	-	47
13					
14					
15					
16					
17					
18					
19					
	ADMINISTRATIVE AND GENERAL				
20	Executive office	26	264	974	1,238
21	Accounting and auditing	115	1,721	-	1,721
22	Security	199	2,806	-	2,806
23	Other administrative and general department	114	2,483	-	2,483
24	MARKETING	215	3,703	522	4,225
25	GUEST ENTERTAINMENT	154	1,665	-	1,665
26	PROPERTY OPERATION AND MAINTENANCE	274	4,254	-	4,254
27	TOTALS - ALL DEPARTMENTS	5,076	$ 59,609	$ 2,018	$ 61,627

Under the penalties provided by law, I declare that I have examined this report, and to the best of my knowledge and belief, it is true and complete.

3/31/2004
Date

Signature - Auggie Cipollini

Vice President - Finance
Title of Officer

TRADING NAME OF LICENSEE : BORGATA HOTEL CASINO AND SPA

GROSS REVENUE ANNUAL TAX RETURN

FOR THE YEAR ENDED DECEMBER 31, 2003
($ in Thousands)

Line			
	CASINO WIN:		
1.	Table and Other Games Win		$101,101
2.	Slot Machines Win		165,756
3.	Total Win		266,857
	Less - Adjustment for Uncollectible Patrons' Checks:		
4.	Provision for Uncollectible Patrons' Checks	$0	
5.	Maximum Adjustment (4% of line 3)	$10,674	
6.	Adjustment (the lesser of line 4 or line 5)		0
7.	Gross Revenue (line 3 less line 6)		$266,857
8.	Tax on Gross Revenue - Reporting Year (8% of line 7)		$21,349
9.	Audit or Other Adjustments to Tax on Gross Revenues in Prior Years		0
10.	Total Taxes on Gross Revenue (the sum of lines 8 and 9)		$21,349
11.	Total Deposits Made for Tax on Reporting Year's Gross Revenue		(21,349)
	Settlement of Prior Years' Tax on Gross Revenue		
12.	Resulting from Audit or Other Adjustments - (Deposits) Credits		0
13.	Gross Revenue Taxes Payable (the net of lines 10, 11 and 12)		$0

Under penalties of perjury, I declare that I have examined this Gross Revenue Annual Tax Return and to the best of my knowledge and belief, the information contained in this return is accurate.

3-15-04
Date

Signature

Casino Controller
Title of Officer